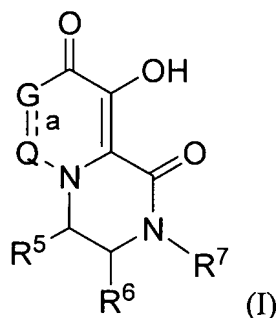


IN THE CLAIMS

The listing of the claims which follows replaces any and all prior versions and/or listings of the claims in the application.

1. (original) A compound of Formula I, or a pharmaceutically acceptable salt thereof:



wherein:

G is C-R<sup>1</sup>, CH-R<sup>1</sup>, N, or N-R<sup>2</sup>;

Q is C-R<sup>3</sup>, C-R<sup>4</sup>, CH-R<sup>3</sup> or CH-R<sup>4</sup>, with the proviso that (i) when G is C-R<sup>1</sup>, then Q is C-R<sup>3</sup>, (ii) when G is CH-R<sup>1</sup>, then Q is CH-R<sup>3</sup>, (iii) when G is N, then Q is C-R<sup>4</sup>, and (iv) when G is N-R<sup>2</sup>, then Q is CH-R<sup>4</sup>;

bond "a" is a single bond or a double bond between G and Q, with the proviso that (i) when G is N or C-R<sup>1</sup>, bond "a" is a double bond, and (ii) when G is CH-R<sup>1</sup> or N-R<sup>2</sup>, bond "a" is a single bond;

R<sup>1</sup> is:

- (1) H,
- (2) halogen,
- (3) C<sub>1-6</sub> alkyl,
- (4) C<sub>1-6</sub> alkyl substituted with:
  - (a) -N(R<sup>a</sup>)R<sup>b</sup>,
  - (b) -N(R<sup>a</sup>)-C(=O)-R<sup>b</sup>,
  - (c) -N(R<sup>a</sup>)-SO<sub>2</sub>R<sup>b</sup>,
  - (d) -N(R<sup>a</sup>)-C<sub>1-6</sub> alkylene-O-C<sub>1-6</sub> alkyl,
  - (e) -N(R<sup>a</sup>)-C(=O)-C(=O)-N(R<sup>a</sup>)R<sup>b</sup>,

- (f) -OH,
- (g) -HetD, or
- (h) -N(R<sup>a</sup>)-C<sub>1-6</sub> alkylene-HetA,
- (5) HetA,
- (6) C(=O)-R<sup>a</sup>,
- (7) C(=O)-aryl, or
- (8) C(=O)-HetA;

R<sup>2</sup> is H or C<sub>1-6</sub> alkyl;

R<sup>3</sup> is:

- (1) H,
- (2) C<sub>1-6</sub> alkyl,
- (3) C<sub>1-6</sub> alkyl substituted with:
  - (a) -N(R<sup>a</sup>)R<sup>b</sup>,
  - (b) -N(R<sup>a</sup>)-C(=O)-R<sup>b</sup>,
  - (c) -N(R<sup>a</sup>)-SO<sub>2</sub>R<sup>b</sup>,
  - (d) -N(R<sup>a</sup>)-C<sub>1-6</sub> alkylene-O-C<sub>1-6</sub> alkyl,
  - (e) -N(R<sup>a</sup>)-C(=O)-C(=O)-N(R<sup>a</sup>)R<sup>b</sup>,
  - (f) -HetD,
  - (g) -N(R<sup>a</sup>)-C<sub>1-6</sub> alkylene-HetA, or
- (4) C(=O)-C<sub>1-6</sub> alkyl,
- (5) CO<sub>2</sub>H,
- (6) C(=O)-O-C<sub>1-6</sub> alkyl,
- (7) C(=O)N(R<sup>a</sup>)R<sup>b</sup>, or
- (8) C(=O)-HetF;

R<sup>4</sup> is:

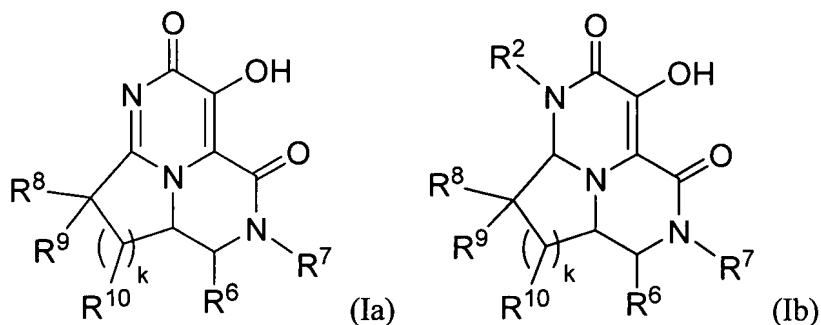
- (1) H,
- (2) C<sub>1-6</sub> alkyl, or
- (3) C<sub>1-6</sub> alkyl substituted with:
  - (a) -N(R<sup>a</sup>)R<sup>b</sup>,
  - (b) -N(R<sup>a</sup>)-C(=O)-R<sup>b</sup>,
  - (c) -N(R<sup>a</sup>)-SO<sub>2</sub>R<sup>b</sup>,
  - (d) -N(R<sup>a</sup>)-C<sub>1-6</sub> alkylene-O-C<sub>1-6</sub> alkyl,
  - (e) -N(R<sup>a</sup>)-C(=O)-C(=O)-N(R<sup>a</sup>)R<sup>b</sup>,

- (f) -HetD, or
- (g) -N(R<sup>a</sup>)-C<sub>1-6</sub> alkylene-HetA;

R<sup>5</sup> is:

- (1) H,
- (2) C<sub>1-6</sub> alkyl, or
- (3) C<sub>1-6</sub> alkyl substituted with:
  - (a) -CO<sub>2</sub>H,
  - (b) -C(=O)-O-C<sub>1-6</sub> alkyl,
  - (c) -C(=O)-C<sub>1-6</sub> alkyl,
  - (d) -N(R<sup>a</sup>)R<sup>b</sup>,
  - (e) -C(=O)N(R<sup>a</sup>)R<sup>b</sup>,
  - (f) -N(R<sup>a</sup>)-C(=O)-R<sup>b</sup>,
  - (g) -N(R<sup>a</sup>)-SO<sub>2</sub>R<sup>b</sup>,
  - (h) -N(R<sup>a</sup>)-C(=O)-C(=O)-N(R<sup>a</sup>)R<sup>b</sup>,
  - (i) -HetF,
  - (j) -C(=O)-HetF, or
  - (k) -N(R<sup>a</sup>)-C(=O)-C(=O)-HetF;

or alternatively R<sup>4</sup> and R<sup>5</sup> together with the carbon atoms to which each is attached and the fused ring N atom therebetween form a ring such that the compound of Formula I is a compound of Formula Ia or Ib:



wherein k is an integer equal to 1 or 2;

R<sup>6</sup> is H or C<sub>1-6</sub> alkyl;

R<sup>7</sup> is C<sub>1-6</sub> alkyl substituted with T, wherein T is:

- (A) aryl or aryl fused to a 5- or 6-membered heteroaromatic ring containing from 1 to 4 heteroatoms independently selected from N, O and S, wherein the aryl or fused aryl is optionally substituted with from 1 to 5 substituents each of which is independently:
- (1) -C<sub>1-6</sub> alkyl optionally substituted with -OH, -O-C<sub>1-6</sub> alkyl, -O-C<sub>1-6</sub> haloalkyl, -CN, -NO<sub>2</sub>, -N(R<sup>a</sup>)R<sup>b</sup>, -C(=O)N(R<sup>a</sup>)R<sup>b</sup>, -C(=O)R<sup>a</sup>, -CO<sub>2</sub>R<sup>a</sup>, -S(O)<sub>n</sub>R<sup>a</sup> where n is an integer equal to zero or 1 or 2, -SO<sub>2</sub>N(R<sup>a</sup>)R<sup>b</sup>, -N(R<sup>a</sup>)C(=O)R<sup>b</sup>, -N(R<sup>a</sup>)CO<sub>2</sub>R<sup>b</sup>, -N(R<sup>a</sup>)SO<sub>2</sub>R<sup>b</sup>, -N(R<sup>a</sup>)SO<sub>2</sub>N(R<sup>a</sup>)R<sup>b</sup>, -OC(=O)N(R<sup>a</sup>)R<sup>b</sup>, or -N(R<sup>a</sup>)C(=O)N(R<sup>a</sup>)R<sup>b</sup>,
  - (2) -O-C<sub>1-6</sub> alkyl,
  - (3) -C<sub>1-6</sub> haloalkyl,
  - (4) -O-C<sub>1-6</sub> haloalkyl,
  - (5) -OH,
  - (6) halo,
  - (7) -CN,
  - (8) -NO<sub>2</sub>,
  - (9) -N(R<sup>a</sup>)R<sup>b</sup>,
  - (10) -C(=O)N(R<sup>a</sup>)R<sup>b</sup>,
  - (11) -C(=O)R<sup>a</sup>,
  - (12) -CO<sub>2</sub>R<sup>a</sup>,
  - (13) -SR<sup>a</sup>,
  - (14) -S(=O)R<sup>a</sup>,
  - (15) -SO<sub>2</sub>R<sup>a</sup>,
  - (16) -SO<sub>2</sub>N(R<sup>a</sup>)R<sup>b</sup>,
  - (17) -N(R<sup>a</sup>)SO<sub>2</sub>R<sup>b</sup>,
  - (18) -N(R<sup>a</sup>)SO<sub>2</sub>N(R<sup>a</sup>)R<sup>b</sup>,
  - (19) -N(R<sup>a</sup>)C(=O)R<sup>b</sup>,
  - (20) -N(R<sup>a</sup>)C(=O)-C(=O)N(R<sup>a</sup>)R<sup>b</sup>,
  - (21) -N(R<sup>a</sup>)CO<sub>2</sub>R<sup>b</sup>,
  - (22) phenyl,
  - (23) benzyl,
  - (24) -HetB,
  - (25) -C(=O)-HetB, or
  - (26) -HetC, or
- (B) a 5- or 6-membered heteroaromatic ring containing from 1 to 4 heteroatoms independently selected from N, O and S; wherein the heteroaromatic ring is

- (i) optionally substituted with from 1 to 4 substituents each of which is independently halogen, -C<sub>1-6</sub> alkyl, -C<sub>1-6</sub> haloalkyl, -O-C<sub>1-6</sub> alkyl, -O-C<sub>1-6</sub> haloalkyl, or hydroxy; and
- (ii) optionally substituted with 1 or 2 substituents each of which is independently aryl or -C<sub>1-6</sub> alkyl substituted with aryl;

R<sup>8</sup> is:

- (1) H,
- (2) C<sub>1-6</sub> alkyl,
- (3) N(R<sup>a</sup>)R<sup>b</sup>,
- (4) N(R<sup>a</sup>)-CO<sub>2</sub>R<sup>b</sup>,
- (5) N(R<sup>a</sup>)-SO<sub>2</sub>R<sup>b</sup>,
- (6) N(R<sup>a</sup>)-C(=O)-R<sup>b</sup>,
- (7) N(R<sup>a</sup>)-C(=O)-N(R<sup>a</sup>)R<sup>b</sup>,
- (8) N(R<sup>a</sup>)-C(=O)-C(=O)-N(R<sup>a</sup>)R<sup>b</sup>,
- (9) HetF,
- (10) N(R<sup>a</sup>)-C(=O)-HetF, or
- (11) N(R<sup>a</sup>)-C(=O)-C(=O)-HetF;

R<sup>9</sup> is H, C<sub>1-6</sub> alkyl, or C<sub>1-6</sub> alkyl substituted with U, wherein U independently has the same definition as T;

each R<sup>10</sup> is independently H or C<sub>1-6</sub> alkyl;

each HetA is independently:

- (A) a 5- or 6-membered heteroaromatic ring containing from 1 to 4 heteroatoms independently selected from N, O and S; wherein the heteroaromatic ring is attached to the rest of the compound via a carbon atom in the ring, and wherein the heteroaromatic ring is:
  - (i) optionally substituted with 1 or 2 substituents each of which is independently a -C<sub>1-4</sub> alkyl; and
  - (ii) optionally substituted with aryl or -C<sub>1-4</sub> alkylene-aryl; or
- (B) a 9- or 10-membered aromatic heterobicyclic fused ring system containing from 1 to 4 heteroatoms independently selected from N, O and S; wherein the fused ring system consists of a 6-membered ring fused with either a 5-membered ring or another 6-membered ring, either ring of which is attached to the rest of the compound via a carbon

atom; wherein the ring of the fused ring system attached to the rest of the compound via the carbon atom contains at least one of the heteroatoms; and wherein the fused ring system is:

- (i) optionally substituted with 1 or 2 substituents each of which is independently a -C<sub>1-4</sub> alkyl; and
- (ii) optionally substituted with aryl or -C<sub>1-4</sub> alkylene-aryl;

each HetB is independently a C<sub>4-7</sub> azacycloalkyl or a C<sub>3-6</sub> diazacycloalkyl, either of which is optionally substituted with from 1 to 4 substituents each of which is oxo or C<sub>1-6</sub> alkyl;

each HetC is independently a 5- or 6-membered heteroaromatic ring containing from 1 to 4 heteroatoms independently selected from N, O and S, wherein the heteroaromatic ring is optionally substituted with from 1 to 4 substituents each of which is independently halo, -C<sub>1-6</sub> alkyl, -C<sub>1-6</sub> haloalkyl, -O-C<sub>1-6</sub> alkyl, -O-C<sub>1-6</sub> haloalkyl, or hydroxy; or

each HetD is independently a 4- to 7-membered saturated heterocyclic ring containing at least one carbon atom and a total of from 1 to 4 heteroatoms independently selected from 1 to 4 N atoms, from 0 to 2 O atoms, and from 0 to 2 S atoms, wherein any ring S atom is optionally oxidized to SO or SO<sub>2</sub>, and wherein the heterocyclic ring is optionally fused with a benzene ring, and wherein the heterocyclic ring is attached to the rest of the compound via a N atom in the ring, and wherein the heterocyclic ring is:

- (i) optionally substituted with 1 or 2 substituents each of which is independently a -C<sub>1-4</sub> alkyl, -C<sub>1-4</sub> alkylene-N(R<sup>a</sup>)R<sup>b</sup>, or -C(=O)OR<sup>a</sup>; and
- (ii) optionally substituted with aryl, -C<sub>1-4</sub> alkylene-aryl, HetE, or -C<sub>1-4</sub> alkylene-HetE; wherein HetE is (i) a 5- or 6-membered heteroaromatic ring containing from 1 to 4 heteroatoms independently selected from N, O and S or (ii) a 4- to 7-membered saturated heterocyclic ring containing at least one carbon atom and from 1 to 4 heteroatoms independently selected from N, O and S;

each HetF is independently a 4- to 7-membered saturated heterocyclic ring containing 1 or 2 N atoms, zero or 1 O atom, and zero or 1 S atom, wherein any ring S atom is optionally oxidized to SO or SO<sub>2</sub>, and wherein the heterocyclic ring is attached to the rest of the compound via a N atom in the ring, and wherein the heterocyclic ring is optionally substituted with 1 or 2 substituents each of which is independently a -C<sub>1-6</sub> alkyl;

each aryl is independently phenyl or naphthyl;

each R<sup>a</sup> is independently H or C<sub>1-6</sub> alkyl; and

each R<sup>b</sup> is independently H or C<sub>1-6</sub> alkyl.

2. (original) A compound according to claim 1, or a pharmaceutically acceptable salt thereof, wherein:

R<sup>3</sup> is:

- (1) H,
- (2) C<sub>1-6</sub> alkyl,
- (3) C<sub>1-6</sub> alkyl substituted with:
  - (a) -N(R<sup>a</sup>)R<sup>b</sup>,
  - (b) -N(R<sup>a</sup>)-C(=O)-R<sup>b</sup>,
  - (c) -N(R<sup>a</sup>)-SO<sub>2</sub>R<sup>b</sup>,
  - (d) -N(R<sup>a</sup>)-C<sub>1-6</sub> alkylene-O-C<sub>1-6</sub> alkyl,
  - (e) -N(R<sup>a</sup>)-C(=O)-C(=O)-N(R<sup>a</sup>)R<sup>b</sup>,
  - (f) -HetD, or
  - (g) -N(R<sup>a</sup>)-C<sub>1-6</sub> alkylene-HetA, or
- (4) C(=O)-C<sub>1-6</sub> alkyl;

R<sup>4</sup> is:

- (1) H,
- (2) C<sub>1-6</sub> alkyl, or
- (3) C<sub>1-6</sub> alkyl substituted with:
  - (a) -N(R<sup>a</sup>)R<sup>b</sup>,
  - (b) -N(R<sup>a</sup>)-C(=O)-R<sup>b</sup>,
  - (c) -N(R<sup>a</sup>)-SO<sub>2</sub>R<sup>b</sup>,
  - (d) -N(R<sup>a</sup>)-C<sub>1-6</sub> alkylene-O-C<sub>1-6</sub> alkyl,
  - (e) -N(R<sup>a</sup>)-C(=O)-C(=O)-N(R<sup>a</sup>)R<sup>b</sup>,
  - (f) -HetD, or
  - (g) -N(R<sup>a</sup>)-C<sub>1-6</sub> alkylene-HetA; and

R<sup>5</sup> and R<sup>6</sup> are each independently H or C<sub>1-6</sub> alkyl.

3. (original) The compound according to claim 1, or a pharmaceutically acceptable salt thereof, wherein

R<sup>1</sup> is:

- (1) H,
- (2) halogen,
- (3) C<sub>1-4</sub> alkyl,
- (4) C<sub>1-4</sub> alkyl substituted with:
  - (a) -N(R<sup>a</sup>)R<sup>b</sup>,
  - (b) -N(R<sup>a</sup>)-C(=O)-R<sup>b</sup>,
  - (c) -N(R<sup>a</sup>)-SO<sub>2</sub>R<sup>b</sup>,
  - (d) -N(R<sup>a</sup>)-C<sub>1-3</sub> alkylene-O-C<sub>1-4</sub> alkyl,
  - (e) -N(R<sup>a</sup>)-C(=O)-C(=O)-N(R<sup>a</sup>)R<sup>b</sup>,
  - (f) -OH,
  - (g) -HetD, or
  - (h) -N(R<sup>a</sup>)-C<sub>1-3</sub> alkylene-HetA,
- (5) HetA,
- (6) C(=O)-R<sup>a</sup>,
- (7) C(=O)-aryl, or
- (8) C(=O)-HetA;

R<sup>2</sup> is H or C<sub>1-4</sub> alkyl;

R<sup>3</sup> is:

- (1) H,
- (2) C<sub>1-4</sub> alkyl,
- (3) C(=O)-C<sub>1-4</sub> alkyl,
- (4) CO<sub>2</sub>H,
- (5) C(=O)-O-C<sub>1-4</sub> alkyl,
- (6) C(=O)N(R<sup>a</sup>)R<sup>b</sup>, or
- (7) C(=O)-HetF;

R<sup>4</sup> is:

- (1) H,
- (2) C<sub>1-4</sub> alkyl, or

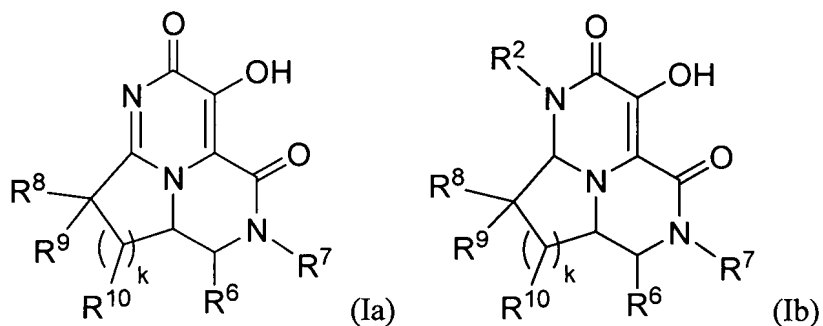


- (3) C<sub>1-4</sub> alkyl substituted with:
- (a) -N(R<sup>a</sup>)R<sup>b</sup>,
  - (b) -N(R<sup>a</sup>)-C(=O)-R<sup>b</sup>,
  - (c) -N(R<sup>a</sup>)-SO<sub>2</sub>R<sup>b</sup>,
  - (d) -N(R<sup>a</sup>)-C<sub>1-3</sub> alkylene-O-C<sub>1-4</sub> alkyl,
  - (e) -N(R<sup>a</sup>)-C(=O)-C(=O)-N(R<sup>a</sup>)R<sup>b</sup>,
  - (f) -HetD, or
  - (g) -N(R<sup>a</sup>)-C<sub>1-3</sub> alkylene-HetA;

R<sup>5</sup> is:

- (1) H,
- (2) C<sub>1-4</sub> alkyl, or
- (3) C<sub>1-4</sub> alkyl substituted with:
  - (a) -CO<sub>2</sub>H,
  - (b) -C(=O)-O-C<sub>1-4</sub> alkyl,
  - (c) -N(R<sup>a</sup>)R<sup>b</sup>,
  - (d) -C(=O)N(R<sup>a</sup>)R<sup>b</sup>,
  - (e) -N(R<sup>a</sup>)-C(=O)-C(=O)-N(R<sup>a</sup>)R<sup>b</sup>,
  - (f) -HetF,
  - (g) -C(=O)-HetF, or
  - (h) -N(R<sup>a</sup>)-C(=O)-C(=O)-HetF;

or alternatively R<sup>4</sup> and R<sup>5</sup> together with the carbon atoms to which each is attached and the fused ring N atom therebetween form a ring such that the compound of Formula I is a compound of Formula Ia or Ib:



wherein k is an integer equal to 1 or 2;

R<sup>6</sup> is H or C<sub>1-4</sub> alkyl;

R<sup>7</sup> is H, C<sub>1-4</sub> alkyl, or C<sub>1-4</sub> alkyl substituted with T, wherein T is phenyl, naphthyl, quinolinyl, or isoquinolinyl, wherein the phenyl, naphthyl, quinolinyl, or isoquinolinyl is optionally substituted with from 1 to 3 substituents each of which is independently halo, -C<sub>1-4</sub> alkyl, -O-C<sub>1-4</sub> alkyl, -C<sub>1-4</sub> fluoroalkyl, -SO<sub>2</sub>-C<sub>1-4</sub> alkyl, -C(=O)-NH(-C<sub>1-4</sub> alkyl), -C(=O)-N(-C<sub>1-4</sub> alkyl)<sub>2</sub>, or HetC;

R<sup>8</sup> is:

- (1) H,
- (2) C<sub>1-4</sub> alkyl,
- (3) N(R<sup>a</sup>)R<sup>b</sup>,
- (4) N(R<sup>a</sup>)-CO<sub>2</sub>R<sup>b</sup>,
- (5) N(R<sup>a</sup>)-C(=O)-C(=O)-N(R<sup>a</sup>)R<sup>b</sup>,
- (6) HetF, or
- (7) N(R<sup>a</sup>)-C(=O)-C(=O)-HetF;

R<sup>9</sup> is H, C<sub>1-4</sub> alkyl, or C<sub>1-4</sub> alkyl substituted with U, wherein U is phenyl, naphthyl, quinolinyl, or isoquinolinyl, wherein the phenyl, naphthyl, quinolinyl, or isoquinolinyl is optionally substituted with from 1 to 3 substituents each of which is independently halo, -C<sub>1-4</sub> alkyl, -O-C<sub>1-4</sub> alkyl, -C<sub>1-4</sub> fluoroalkyl, -SO<sub>2</sub>-C<sub>1-4</sub> alkyl, -C(=O)-NH(-C<sub>1-4</sub> alkyl), -C(=O)-N(-C<sub>1-4</sub> alkyl)<sub>2</sub>, or HetC;

each R<sup>10</sup> is independently H or C<sub>1-4</sub> alkyl;

HetA is:

- (A) a 5- or 6-membered heteroaromatic ring containing a total of from 1 to 3 heteroatoms independently selected from zero to 3 N atoms, zero or 1 O atom, and zero or 1 S atom; wherein the heteroaromatic ring is attached to the rest of the compound via a carbon atom in the ring, and wherein the heteroaromatic ring is:
  - (i) optionally substituted with 1 or 2 substituents each of which is independently a -C<sub>1-4</sub> alkyl; and
  - (ii) optionally substituted with phenyl or -CH<sub>2</sub>-phenyl; or
- (B) a 9- or 10-membered aromatic heterobicyclic fused ring system containing a total of from 1 to 4 heteroatoms independently selected from 1 to 4 N atoms, zero or 1 O atom, and zero or 1 S atom; wherein the fused ring system consists of a 6-membered ring fused with either a 5-membered ring or another 6-membered ring, either ring of

which is attached to the rest of the compound via a carbon atom; wherein the ring of the fused ring system attached to the rest of the compound via the carbon atom contains at least one of the heteroatoms; and wherein the fused ring system is:

- (i) optionally substituted with 1 or 2 substituents each of which is independently a -C<sub>1-4</sub> alkyl; and
- (ii) optionally substituted with phenyl or -CH<sub>2</sub>-phenyl; and

each HetC is independently a 5- or 6-membered heteroaromatic ring containing a total of 1 to 4 heteroatoms independently selected from 1 to 4 N atoms, zero or 1 O atom, and zero or 1 S atom, wherein the heteroaromatic ring is attached to the rest of the compound via a carbon atom in the ring, and wherein the heteroaromatic ring is optionally substituted with 1 or 2 substituents each of which is independently a -C<sub>1-4</sub> alkyl;

HetD is a 5- or 6-membered saturated heterocyclic ring containing a total of from 1 to 3 heteroatoms independently selected from 1 to 3 N atoms, zero or 1 O atom, and zero or 1 S atom, wherein any ring S atom is optionally oxidized to SO or SO<sub>2</sub>, and wherein the heterocyclic ring is optionally fused with a benzene ring, and wherein the heterocyclic ring is attached to the rest of the compound via a N atom in the ring, and wherein the heterocyclic ring is:

- (i) optionally substituted with -C<sub>1-4</sub> alkyl, -(CH<sub>2</sub>)<sub>1-2</sub>-NH(-C<sub>1-4</sub> alkyl), -(CH<sub>2</sub>)<sub>1-2</sub>-N(-C<sub>1-4</sub> alkyl)<sub>2</sub> or -C(=O)O-C<sub>1-4</sub> alkyl; and
- (ii) optionally substituted with phenyl, -CH<sub>2</sub>-phenyl, HetE, or -(CH<sub>2</sub>)<sub>1-2</sub>-HetE; wherein HetE is (i) a 5- or 6-membered heteroaromatic ring containing a total of from 1 to 3 heteroatoms independently selected from zero to 3 N atoms, zero or 1 O atom, and zero or 1 S atom or (ii) a 5- or 6-membered saturated heterocyclic ring containing a total of from 1 to 3 heteroatoms independently selected from 1 to 3 N atoms, zero or 1 O atom, and zero or 1 S atom;

each HetF is independently a 5- or 6-membered saturated heterocyclic ring containing 1 or 2 N atoms, zero or 1 O atom, and zero or 1 S atom, wherein any ring S atom is optionally oxidized to SO or SO<sub>2</sub>, and wherein the heterocyclic ring is attached to the rest of the compound via a N atom in the ring, and wherein the heterocyclic ring is optionally substituted with 1 or 2 substituents each of which is independently a -C<sub>1-4</sub> alkyl;

each R<sup>a</sup> is independently H or C<sub>1-4</sub> alkyl; and

R<sup>b</sup> is H or C<sub>1-4</sub> alkyl.

4. (original) The compound according to claim 3, or a pharmaceutically acceptable salt thereof, wherein

R<sup>1</sup> is:

- (1) H,
- (2) C<sub>1-3</sub> alkyl,
- (3) chloro,
- (4) bromo,
- (5) CH<sub>2</sub>-N(R<sup>a</sup>)R<sup>b</sup>,
- (6) CH(CH<sub>3</sub>)-N(R<sup>a</sup>)R<sup>b</sup>,
- (7) CH<sub>2</sub>-N(R<sup>a</sup>)-C(=O)-R<sup>b</sup>,
- (8) CH(CH<sub>3</sub>)-N(R<sup>a</sup>)-C(=O)-R<sup>b</sup>,
- (9) CH<sub>2</sub>-N(R<sup>a</sup>)-SO<sub>2</sub>R<sup>b</sup>,
- (10) CH(CH<sub>3</sub>)-N(R<sup>a</sup>)-SO<sub>2</sub>R<sup>b</sup>,
- (11) CH<sub>2</sub>-N(R<sup>a</sup>)-C<sub>2-3</sub> alkylene-O-C<sub>1-3</sub> alkyl,
- (12) CH(CH<sub>3</sub>)-N(R<sup>a</sup>)-C<sub>2-3</sub> alkylene-O-C<sub>1-3</sub> alkyl,
- (13) CH<sub>2</sub>-N(R<sup>a</sup>)-C(=O)-C(=O)-N(R<sup>a</sup>)R<sup>b</sup>,
- (14) CH(CH<sub>3</sub>)-N(R<sup>a</sup>)-C(=O)-C(=O)-N(R<sup>a</sup>)R<sup>b</sup>,
- (15) CH<sub>2</sub>OH,
- (16) CH(CH<sub>3</sub>)OH,
- (17) CH<sub>2</sub>-HetD,
- (18) CH(CH<sub>3</sub>)-HetD,
- (19) CH<sub>2</sub>-N(R<sup>a</sup>)-CH<sub>2</sub>-HetA,
- (20) CH(CH<sub>3</sub>)-N(R<sup>a</sup>)-CH<sub>2</sub>-HetA,
- (21) HetA, or
- (22) C(=O)-R<sup>a</sup>; and

R<sup>2</sup> is H or C<sub>1-3</sub> alkyl;

R<sup>3</sup> is:

- (1) H,
- (2) C<sub>1-3</sub> alkyl,
- (3) C(=O)-C<sub>1-3</sub> alkyl,

- (4)  $\text{CO}_2\text{H}$ ,
- (5)  $\text{C}(=\text{O})\text{-O-C}_{1-3}$  alkyl, or
- (6)  $\text{C}(=\text{O})\text{N(R}^{\text{a}})\text{R}^{\text{b}}$ ;

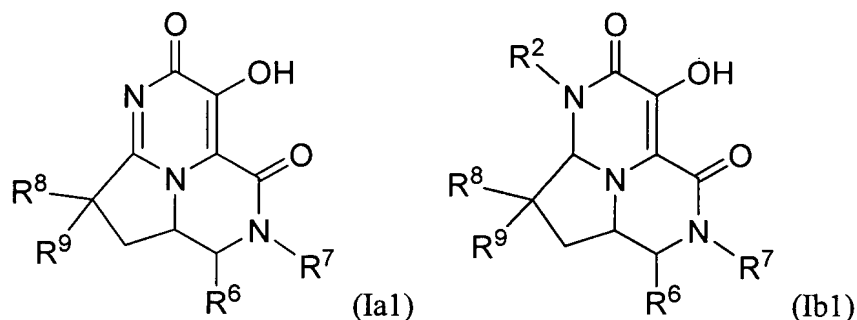
$\text{R}^4$  is:

- (1) H,
- (2)  $\text{C}_{1-3}$  alkyl,
- (3)  $\text{CH}_2\text{-N(R}^{\text{a}})\text{R}^{\text{b}}$ ,
- (4)  $\text{CH}(\text{CH}_3)\text{-N(R}^{\text{a}})\text{R}^{\text{b}}$ ,
- (5)  $\text{CH}_2\text{-N(R}^{\text{a}})\text{-C}(=\text{O})\text{-R}^{\text{b}}$ ,
- (6)  $\text{CH}(\text{CH}_3)\text{-N(R}^{\text{a}})\text{-C}(=\text{O})\text{-R}^{\text{b}}$ ,
- (7)  $\text{CH}_2\text{-HetD}$ , or
- (8)  $\text{CH}(\text{CH}_3)\text{-HetD}$ ;

$\text{R}^5$  is:

- (1) H,
- (2)  $\text{C}_{1-3}$  alkyl,
- (3)  $\text{CH}_2\text{CO}_2\text{H}$ ,
- (4)  $\text{CH}_2\text{C}(=\text{O})\text{-O-C}_{1-4}$  alkyl,
- (5)  $(\text{CH}_2)_{1-2}\text{N(R}^{\text{a}})\text{R}^{\text{b}}$ ,
- (6)  $\text{CH}_2\text{C}(=\text{O})\text{N(R}^{\text{a}})\text{R}^{\text{b}}$ ,
- (7)  $(\text{CH}_2)_{1-2}\text{N(R}^{\text{a}})\text{-C}(=\text{O})\text{-C}(=\text{O})\text{-N(R}^{\text{a}})\text{R}^{\text{b}}$ ,
- (8)  $(\text{CH}_2)_{1-2}\text{-HetF}$ ,
- (9)  $\text{CH}_2\text{C}(=\text{O})\text{-HetF}$ , or
- (10)  $(\text{CH}_2)_{1-2}\text{N(R}^{\text{a}})\text{-C}(=\text{O})\text{-C}(=\text{O})\text{-HetF}$ ;

or alternatively  $\text{R}^4$  and  $\text{R}^5$  together with the carbon atoms to which each is attached and the fused ring N atom therebetween form a ring such that the compound of Formula I is a compound of Formula Ia1 or Ib1:



R<sup>6</sup> is H or C<sub>1-3</sub> alkyl;

R<sup>7</sup> is H, C<sub>1-3</sub> alkyl, or CH<sub>2</sub>-T, wherein T is phenyl which is optionally substituted with from 1 to 3 substituents each of which is independently halo, -C<sub>1-3</sub> alkyl, -O-C<sub>1-3</sub> alkyl, -C<sub>1-3</sub> fluoroalkyl, -SO<sub>2</sub>-C<sub>1-3</sub> alkyl, -C(=O)-NH(-C<sub>1-3</sub> alkyl), -C(=O)-N(-C<sub>1-3</sub> alkyl)<sub>2</sub>, or HetC;

R<sup>8</sup> is:

- (1) H,
- (2) C<sub>1-3</sub> alkyl,
- (3) N(R<sup>a</sup>)R<sup>b</sup>,
- (4) N(R<sup>a</sup>)-C(=O)-O-C<sub>1-4</sub> alkyl,
- (5) N(R<sup>a</sup>)-C(=O)-C(=O)-N(R<sup>a</sup>)R<sup>b</sup>,
- (6) HetF, or
- (7) N(R<sup>a</sup>)-C(=O)-C(=O)-HetF;

R<sup>9</sup> is H, C<sub>1-3</sub> alkyl, or CH<sub>2</sub>-U, wherein U is phenyl which is optionally substituted with from 1 to 3 substituents each of which is independently halo, -C<sub>1-3</sub> alkyl, -O-C<sub>1-3</sub> alkyl, -C<sub>1-3</sub> fluoroalkyl, -SO<sub>2</sub>-C<sub>1-3</sub> alkyl, -C(=O)-NH(-C<sub>1-3</sub> alkyl), -C(=O)-N(-C<sub>1-3</sub> alkyl)<sub>2</sub>, or HetC;

each R<sup>a</sup> is independently H or C<sub>1-3</sub> alkyl; and

R<sup>b</sup> is H or C<sub>1-3</sub> alkyl.

5. (original) The compound according to claim 4, or a pharmaceutically acceptable salt thereof, wherein

R<sup>1</sup> is:

- (1) H,

- (2) CH<sub>3</sub>,
- (3) chloro,
- (4) bromo,
- (5) CH<sub>2</sub>-NH(CH<sub>3</sub>),
- (6) CH<sub>2</sub>-N(CH<sub>3</sub>)<sub>2</sub>,
- (7) CH(CH<sub>3</sub>)-NH(CH<sub>3</sub>),
- (8) CH(CH<sub>3</sub>)-N(CH<sub>3</sub>)<sub>2</sub>,
- (9) CH(CH<sub>3</sub>)-NH(CH(CH<sub>3</sub>)<sub>2</sub>),
- (10) CH<sub>2</sub>-NH-C(=O)CH<sub>3</sub>,
- (11) CH<sub>2</sub>-N(CH<sub>3</sub>)-C(=O)CH<sub>3</sub>,
- (12) CH(CH<sub>3</sub>)-NH-C(=O)CH<sub>3</sub>,
- (13) CH(CH<sub>3</sub>)-N(CH<sub>3</sub>)-C(=O)CH<sub>3</sub>,
- (14) CH<sub>2</sub>-NH-SO<sub>2</sub>CH<sub>3</sub>,
- (15) CH<sub>2</sub>-N(CH<sub>3</sub>)-SO<sub>2</sub>CH<sub>3</sub>,
- (16) CH(CH<sub>3</sub>)-NH-SO<sub>2</sub>CH<sub>3</sub>,
- (17) CH(CH<sub>3</sub>)-N(CH<sub>3</sub>)-SO<sub>2</sub>CH<sub>3</sub>,
- (18) CH<sub>2</sub>-NH-(CH<sub>2</sub>)<sub>2</sub>-OCH<sub>3</sub>,
- (19) CH<sub>2</sub>-N(CH<sub>3</sub>)-(CH<sub>2</sub>)<sub>2</sub>-OCH<sub>3</sub>,
- (20) CH(CH<sub>3</sub>)-NH-(CH<sub>2</sub>)<sub>2</sub>-OCH<sub>3</sub>,
- (21) CH(CH<sub>3</sub>)-N(CH<sub>3</sub>)-(CH<sub>2</sub>)<sub>2</sub>-OCH<sub>3</sub>,
- (22) CH<sub>2</sub>-NH-C(=O)-C(=O)-N(CH<sub>3</sub>)<sub>2</sub>,
- (23) CH<sub>2</sub>-N(CH<sub>3</sub>)-C(=O)-C(=O)-N(CH<sub>3</sub>)<sub>2</sub>,
- (24) CH(CH<sub>3</sub>)-NH-C(=O)-C(=O)-N(CH<sub>3</sub>)<sub>2</sub>,
- (25) CH(CH<sub>3</sub>)-N(CH<sub>3</sub>)-C(=O)-C(=O)-N(CH<sub>3</sub>)<sub>2</sub>,
- (26) CH<sub>2</sub>OH,
- (27) CH(CH<sub>3</sub>)OH,
- (28) CH<sub>2</sub>-HetD,
- (29) CH(CH<sub>3</sub>)-HetD,
- (30) CH<sub>2</sub>-NH-CH<sub>2</sub>-HetA,
- (31) CH<sub>2</sub>-N(CH<sub>3</sub>)-CH<sub>2</sub>-HetA,
- (32) CH(CH<sub>3</sub>)-NH-CH<sub>2</sub>-HetA,
- (33) CH(CH<sub>3</sub>)-N(CH<sub>3</sub>)-CH<sub>2</sub>-HetA,
- (34) HetA, or
- (35) C(=O)-CH<sub>3</sub>;

R<sup>2</sup> is H or CH<sub>3</sub>;

R<sup>3</sup> is:

- (1) H,
- (2) CH<sub>3</sub>,
- (3) C(=O)-CH<sub>3</sub>,
- (4) CO<sub>2</sub>H,
- (5) C(=O)-O-CH<sub>3</sub>,
- (6) C(=O)N(H)CH<sub>3</sub>, or
- (7) C(=O)N(CH<sub>3</sub>)<sub>2</sub>;

R<sup>4</sup> is:

- (1) H,
- (2) CH<sub>3</sub>,
- (3) CH<sub>2</sub>-NH(CH<sub>3</sub>),
- (4) CH(CH<sub>3</sub>)-NH(CH<sub>3</sub>),
- (5) CH<sub>2</sub>-N(CH<sub>3</sub>)<sub>2</sub>,
- (6) CH(CH<sub>3</sub>)-N(CH<sub>3</sub>)<sub>2</sub>,
- (7) CH<sub>2</sub>-N(CH<sub>3</sub>)-C(=O)-CH<sub>3</sub>,
- (8) CH(CH<sub>3</sub>)-N(CH<sub>3</sub>)-C(=O)-CH<sub>3</sub>, or
- (9) CH<sub>2</sub>-HetD;

R<sup>5</sup> is:

- (1) H,
- (2) CH<sub>3</sub>,
- (3) CH<sub>2</sub>CO<sub>2</sub>H,
- (4) CH<sub>2</sub>CO<sub>2</sub>CH<sub>3</sub>,
- (5) CH<sub>2</sub>CO<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>,
- (6) (CH<sub>2</sub>)<sub>1-2</sub>N(H)CH<sub>3</sub>,
- (7) (CH<sub>2</sub>)<sub>1-2</sub>N(CH<sub>3</sub>)<sub>2</sub>,
- (8) CH<sub>2</sub>C(=O)N(H)CH<sub>3</sub>,
- (9) CH<sub>2</sub>C(=O)N(CH<sub>3</sub>)<sub>2</sub>, or
- (10) (CH<sub>2</sub>)<sub>1-2</sub>-HetF;

or alternatively R<sup>4</sup> and R<sup>5</sup> together with the carbon atoms to which each is attached and the fused ring N atom therebetween form a ring such that the compound of Formula I is a compound of Formula Ia1 or Ib1



R<sup>6</sup> is H or CH<sub>3</sub>;

R<sup>7</sup> is CH<sub>2</sub>-T, wherein T is phenyl which is optionally substituted with from 1 to 3 substituents each of which is independently chloro, bromo, fluoro, CH<sub>3</sub>, OCH<sub>3</sub>, CF<sub>3</sub>, SO<sub>2</sub>CH<sub>3</sub>, C(=O)NH(CH<sub>3</sub>, C(=O)N(CH<sub>3</sub>)<sub>2</sub>, or oxadiazolyl;

R<sup>8</sup> is:

- (1) H,
- (2) CH<sub>3</sub>,
- (3) N(H)CH<sub>3</sub>,
- (4) N(CH<sub>3</sub>)<sub>2</sub>,
- (5) N(CH<sub>3</sub>)-C(=O)-O-C<sub>1-4</sub> alkyl,
- (6) N(CH<sub>3</sub>)-C(=O)-C(=O)-N(H)CH<sub>3</sub>,
- (7) N(CH<sub>3</sub>)-C(=O)-C(=O)-N(CH<sub>3</sub>)<sub>2</sub>,
- (8) HetF, or
- (9) N(CH<sub>3</sub>)-C(=O)-C(=O)-HetF;

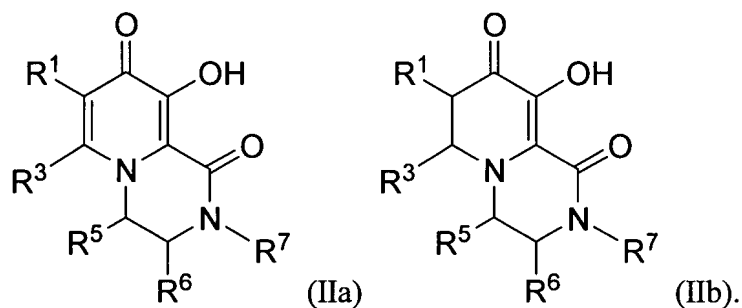
R<sup>9</sup> is H, CH<sub>3</sub>, or CH<sub>2</sub>-U, wherein U is phenyl which is optionally substituted with from 1 to 3 substituents each of which is independently chloro, bromo, fluoro, CH<sub>3</sub>, OCH<sub>3</sub>, CF<sub>3</sub>, SO<sub>2</sub>CH<sub>3</sub>, C(=O)NH(CH<sub>3</sub>, C(=O)N(CH<sub>3</sub>)<sub>2</sub>, or oxadiazolyl;

HetA is a heteroaromatic ring selected from the group consisting of oxadiazolyl, thiophenyl, pyrazolyl, thiazolyl, isothiazolyl, oxazolyl, isoxazolyl, imidazolyl, pyridinyl, pyrimidinyl, pyrazinyl, and pyridoimidazolyl; wherein the heteroaromatic ring is attached to the rest of the compound via a carbon atom in the ring, and wherein the heteroaromatic ring is optionally substituted with methyl or phenyl;

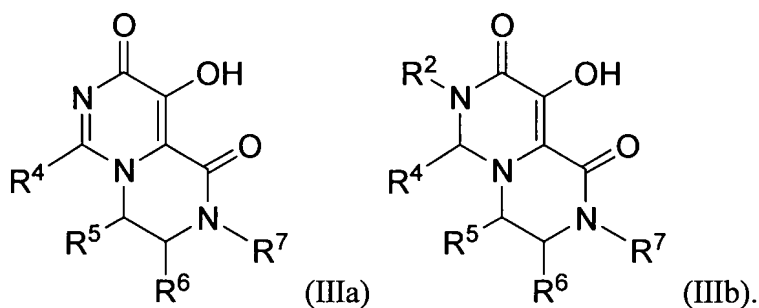
HetD is a heterocyclic ring selected from the group consisting of pyrrolidinyl, morpholinyl, piperidinyl, piperazinyl, 4-methylpiperazinyl, and piperidinyl fused with a benzene ring; wherein the heterocyclic ring is attached to the rest of the compound via a N atom in the ring; and

HetF is a heterocyclic ring selected from the group consisting of pyrrolidinyl, morpholinyl, thiomorpholinyl, piperidinyl, piperazinyl, and 4-methylpiperazinyl, wherein the heterocyclic ring is attached to the rest of the compound via a N atom in the ring.

6. (original) The compound according to claim 1, or a pharmaceutically acceptable salt thereof, which is a compound of Formula IIa or IIb:



7. (original) The compound according to claim 1, or a pharmaceutically acceptable salt thereof, which is a compound of Formula IIIa or IIIb:



8. (original) A compound according to claim 1, or a pharmaceutically acceptable salt thereof, which is a compound selected from the group consisting of:

2-(4-fluorobenzyl)-9-hydroxy-3,4-dihydro-2H-pyrido[1,2-a]pyrazine-1,8-dione;

6-acetyl-2-(4-fluorobenzyl)-9-hydroxy-3,4-dihydro-2H-pyrido[1,2-a]pyrazine-1,8-dione;

2-(4-fluorobenzyl)-9-hydroxy-7-pyridin-3-yl-3,4-dihydro-2H-pyrido[1,2-a]pyrazine-1,8-dione;

7-acetyl-2-(4-fluorobenzyl)-9-hydroxy-3,4-dihydro-2H-pyrido[1,2-a]pyrazine-1,8-dione;

2-(4-fluorobenzyl)-9-hydroxy-7-(1-hydroxyethyl)-3,4-dihydro-2H-pyrido[1,2-a]pyrazine-1,8-dione;

2-(4-fluorobenzyl)-9-hydroxy-7-(1-morpholin-4-ylethyl)-3,4-dihydro-2H-pyrido[1,2-a]pyrazine-1,8-dione;

N-{1-[2-(4-fluorobenzyl)-9-hydroxy-1,8-dioxo-1,3,4,8-tetrahydro-2H-pyrido[1,2-a]pyrazin-7-yl]ethyl}-N-methylacetamide;

N-{1-[2-(4-fluorobenzyl)-9-hydroxy-1,8-dioxo-1,3,4,8-tetrahydro-2H-pyrido[1,2-a]pyrazin-7-yl]ethyl}-N-methylmethanesulfonamide;

2-(4-fluorobenzyl)-9-hydroxy-7-(1-pyrrolidin-1-ylethyl)-3,4-dihydro-2H-pyrido[1,2-a]pyrazine-1,8-dione;

N-{1-[2-(4-fluorobenzyl)-9-hydroxy-1,8-dioxo-1,3,4,8-tetrahydro-2H-pyrido[1,2-a]pyrazin-7-yl]ethyl}-N,N',N'-trimethylethanedi-  
amide;

2-(4-fluorobenzyl)-9-hydroxy-7-[1-(methylamino)ethyl]-3,4-dihydro-2H-pyrido[1,2-a]pyrazine-1,8-dione;

7-bromo-2-(4-fluorobenzyl)-9-hydroxy-6-methyl-3,4-dihydro-2H-pyrido[1,2-a]pyrazine-1,8-dione;

7-[1-(dimethylamino)ethyl]-2-(4-fluorobenzyl)-9-hydroxy-3,4-dihydro-2H-pyrido[1,2-a]pyrazine-1,8-dione;

2-(4-fluorobenzyl)-9-hydroxy-7-{1-[(pyridin-2-ylmethyl)amino]ethyl}-3,4-dihydro-2H-pyrido[1,2-a]pyrazine-1,8-dione;

2-(4-fluorobenzyl)-9-hydroxy-7-{1-[(2-methoxyethyl)amino]ethyl}-3,4-dihydro-2H-pyrido[1,2-a]pyrazine-1,8-dione;

2-(4-fluorobenzyl)-9-hydroxy-7-[1-(isopropylamino)ethyl]-3,4-dihydro-2H-pyrido[1,2-a]pyrazine-1,8-dione;

2-(4-fluorobenzyl)-9-hydroxy-7-{1-[(pyridin-3-ylmethyl)amino]ethyl}-3,4-dihydro-2H-pyrido[1,2-a]pyrazine-1,8-dione;

2-(4-fluorobenzyl)-9-hydroxy-6-methyl-3,4-dihydro-2H-pyrazino[1,2-c]pyrimidine-1,8-dione;

2-(4-fluorobenzyl)-9-hydroxy-6-(morpholin-4-ylmethyl)-3,4-dihydro-2H-pyrazino[1,2-c]pyrimidine-1,8-dione;

2-(4-fluorobenzyl)-9-hydroxy-6-[(methylamino)methyl]-3,4-dihydro-2H-pyrazino[1,2-c]pyrimidine-1,8-dione;

2-(4-fluorobenzyl)-9-hydroxy-6-(piperidin-1-ylmethyl)-3,4-dihydro-2H-pyrazino[1,2-c]pyrimidine-1,8-dione;

6-[(dimethylamino)methyl]-2-(4-fluorobenzyl)-9-hydroxy-3,4-dihydro-2H-pyrazino[1,2-c]pyrimidine-1,8-dione;

2-(4-fluorobenzyl)-9-hydroxy-6-methyl-3,4,6,7-tetrahydro-2H-pyrazino[1,2-c]pyrimidine-1,8-dione;

2-(4-fluorobenzyl)-9-hydroxy-6-methyl-7-(1-morpholin-4-ylethyl)-3,4-dihydro-2H-pyrido[1,2-a]pyrazine-1,8-dione;

2-(4-fluorobenzyl)-9-hydroxy-6-methyl-7-(1-pyrrolidin-1-ylethyl)-3,4-dihydro-2H-pyrido[1,2-a]pyrazine-1,8-dione;

2-(4-fluorobenzyl)-9-hydroxy-6-[1-(methylamino)ethyl]-3,4-dihydro-2H-pyrazino[1,2-c]pyrimidine-1,8-dione;

6-[1-(dimethylamino)ethyl]-2-(4-fluorobenzyl)-9-hydroxy-3,4-dihydro-2H-pyrazino[1,2-c]pyrimidine-1,8-dione; and

N-{{2-(4-fluorobenzyl)-9-hydroxy-1,8-dioxo-1,3,4,8-tetrahydro-2H-pyrazino[1,2-c]pyrimidin-6-yl)methyl}-N-methylacetamide.

9. (original) A compound according to claim 1, or a pharmaceutically acceptable salt thereof, which is a compound selected from the group consisting of:

*cis tert*-butyl [7-(4-fluorobenzyl)-5-hydroxy-4,6-dioxo-2,4,6,7,8,8a-hexahydro-1*H*-3,7,8b-triazaacenaphthylen-2-yl]methylcarbamate;

*trans tert*-butyl [7-(4-fluorobenzyl)-5-hydroxy-4,6-dioxo-2,4,6,7,8,8a-hexahydro-1*H*-3,7,8b-triazaacenaphthylen-2-yl]methylcarbamate;

2,7-bis(4-fluorobenzyl)-5-hydroxy-2-(methylamino)-8,8a-dihydro-1*H*-3,7,8b-triazaacenaphthylene-4,6(2*H*,7*H*)-dione;

*cis* 2-(dimethylamino)-7-(4-fluorobenzyl)-5-hydroxy-8,8a-dihydro-1*H*-3,7,8b-triazaacenaphthylene-4,6(2*H*,7*H*)-dione;

*cis* *N*-[7-(4-fluorobenzyl)-5-hydroxy-4,6-dioxo-2,4,6,7,8,8a-hexahydro-1*H*-3,7,8b-triazaacenaphthylen-2-yl]-*N,N',N'*-trimethylethanediamide;

*trans* *N*-[7-(4-fluorobenzyl)-5-hydroxy-4,6-dioxo-2,4,6,7,8,8a-hexahydro-1*H*-3,7,8b-triazaacenaphthylen-2-yl]-*N,N',N'*-trimethylethanediamide;

*N*-[7-(3-chloro-4-fluorobenzyl)-5-hydroxy-4,6-dioxo-2,4,6,7,8,8a-hexahydro-1*H*-3,7,8b-triazaacenaphthylen-2-yl]-*N,N',N'*-trimethylethanediamide;

[2-(4-fluorobenzyl)-9-hydroxy-1,8-dioxo-1,3,4,8-tetrahydro-2*H*-pyrido[1,2-*a*]pyrazin-4-yl]acetic acid;

ethyl [2-(4-fluorobenzyl)-9-hydroxy-1,8-dioxo-1,3,4,8-tetrahydro-2*H*-pyrido[1,2-*a*]pyrazin-4-yl]acetate;

2-[2-(4-fluorobenzyl)-9-hydroxy-1,8-dioxo-1,3,4,8-tetrahydro-2*H*-pyrido[1,2-*a*]pyrazin-4-yl]-*N*-methylacetamide;

2-[2-(4-fluorobenzyl)-9-hydroxy-1,8-dioxo-1,3,4,8-tetrahydro-2*H*-pyrido[1,2-*a*]pyrazin-4-yl]-*N,N*-dimethylacetamide;

2-(4-fluorobenzyl)-9-hydroxy-4-(2-pyrrolidin-1-ylethyl)-3,4-dihydro-2*H*-pyrido[1,2-*a*]pyrazine-1,8-dione;

2-(4-fluorobenzyl)-9-hydroxy-4-(2-morpholin-4-ylethyl)-3,4-dihydro-2*H*-pyrido[1,2-*a*]pyrazine-1,8-dione;

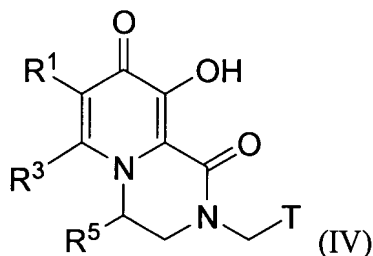
2-(3-chloro-4-fluorobenzyl)-9-hydroxy-3,4-dihydro-2*H*-pyrido[1,2-*a*]pyrazine-1,8-dione;

2-(4-fluoro-3-methylbenzyl)-9-hydroxy-3,4-dihydro-2*H*-pyrido[1,2-*a*]pyrazine-1,8-dione;

2-(3-chloro-4-fluorobenzyl)-9-hydroxy-*N,N*-dimethyl-1,8-dioxo-1,3,4,8-tetrahydro-2*H*-pyrido[1,2-*a*]pyrazine-6-carboxamide; and

2-(3-chloro-4-fluorobenzyl)-9-hydroxy-1,8-dioxo-1,3,4,8-tetrahydro-2*H*-pyrido[1,2-*a*]pyrazine-6-carboxylic acid.

10. (original) A compound according to claim 1, or a pharmaceutically acceptable salt thereof, wherein the compound is a compound of Formula IV:



wherein R<sup>1</sup> is:

- (1) H,
- (2) C<sub>1-3</sub> alkyl,
- (3) chloro,
- (4) bromo,
- (5) CH<sub>2</sub>-N(R<sup>a</sup>)R<sup>b</sup>,
- (6) CH(CH<sub>3</sub>)-N(R<sup>a</sup>)R<sup>b</sup>,
- (7) CH<sub>2</sub>-N(R<sup>a</sup>)-C(=O)-R<sup>b</sup>,
- (8) CH(CH<sub>3</sub>)-N(R<sup>a</sup>)-C(=O)-R<sup>b</sup>,
- (9) CH<sub>2</sub>-N(R<sup>a</sup>)-SO<sub>2</sub>R<sup>b</sup>,
- (10) CH(CH<sub>3</sub>)-N(R<sup>a</sup>)-SO<sub>2</sub>R<sup>b</sup>,
- (11) CH<sub>2</sub>-N(R<sup>a</sup>)-C<sub>2-3</sub> alkylene-O-C<sub>1-3</sub> alkyl,
- (12) CH(CH<sub>3</sub>)-N(R<sup>a</sup>)-C<sub>2-3</sub> alkylene-O-C<sub>1-3</sub> alkyl,
- (13) CH<sub>2</sub>-N(R<sup>a</sup>)-C(=O)-C(=O)-N(R<sup>a</sup>)R<sup>b</sup>,
- (14) CH(CH<sub>3</sub>)-N(R<sup>a</sup>)-C(=O)-C(=O)-N(R<sup>a</sup>)R<sup>b</sup>,
- (15) CH<sub>2</sub>-OH,
- (16) CH(CH<sub>3</sub>)-OH,
- (17) CH<sub>2</sub>-HetD,
- (18) CH(CH<sub>3</sub>)-HetD,
- (19) CH<sub>2</sub>-N(R<sup>a</sup>)-CH<sub>2</sub>-HetA,
- (20) CH(CH<sub>3</sub>)-N(R<sup>a</sup>)-CH<sub>2</sub>-HetA,
- (21) HetA, or
- (22) C(=O)-R<sup>a</sup>; and

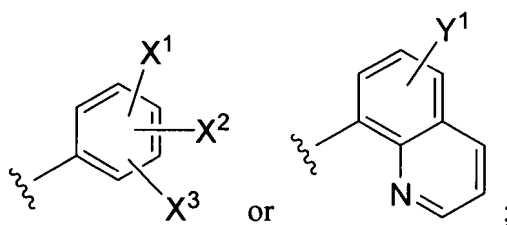
R<sup>3</sup> is:

- (1) H,
- (2) C<sub>1-3</sub> alkyl,
- (3) C(=O)-C<sub>1-3</sub> alkyl,
- (4) CO<sub>2</sub>H,
- (5) C(=O)-O-C<sub>1-3</sub> alkyl, or
- (6) C(=O)N(R<sup>a</sup>)R<sup>b</sup>;

R<sup>5</sup> is:

- (1) H,
- (2) C<sub>1-3</sub> alkyl,
- (3) CH<sub>2</sub>CO<sub>2</sub>H,
- (4) CH<sub>2</sub>C(=O)-O-C<sub>1-4</sub> alkyl,
- (5) (CH<sub>2</sub>)<sub>1-2</sub>N(R<sup>a</sup>)R<sup>b</sup>,
- (6) CH<sub>2</sub>C(=O)N(R<sup>a</sup>)R<sup>b</sup>,
- (7) (CH<sub>2</sub>)<sub>1-2</sub>N(R<sup>a</sup>)-C(=O)-C(=O)-N(R<sup>a</sup>)R<sup>b</sup>,
- (8) (CH<sub>2</sub>)<sub>1-2</sub>-HetF,
- (9) CH<sub>2</sub>C(=O)-HetF, or
- (10) (CH<sub>2</sub>)<sub>1-2</sub>N(R<sup>a</sup>)-C(=O)-C(=O)-HetF;

T is



wherein X<sup>1</sup>, X<sup>2</sup> and X<sup>3</sup> are each independently selected from the group consisting of -H, halo, -C<sub>1-4</sub> alkyl, -O-C<sub>1-4</sub> alkyl, -C<sub>1-4</sub> fluoroalkyl, -SO<sub>2</sub>-C<sub>1-4</sub> alkyl, -C(=O)-NH(-C<sub>1-4</sub> alkyl), -C(=O)-N(-C<sub>1-4</sub> alkyl)<sub>2</sub>, and HetC;

Y<sup>1</sup> is -H, halo, -C<sub>1-4</sub> alkyl, or -C<sub>1-4</sub> fluoroalkyl;

HetA is a 5- or 6-membered heteroaromatic ring containing a total of from 1 to 3 heteroatoms independently selected from zero to 3 N atoms, zero or 1 O atom, and zero or 1 S atom; wherein the heteroaromatic ring is attached to the rest of the compound via a carbon atom in the ring, and

wherein the heteroaromatic ring is (i) optionally substituted with 1 or 2 substituents each of which is independently a -C<sub>1-3</sub> alkyl and (ii) optionally substituted with phenyl or -CH<sub>2</sub>-phenyl;

each HetC is independently a 5- or 6-membered heteroaromatic ring containing from 1 to 4 heteroatoms independently selected from N, O and S, wherein the heteroaromatic ring is optionally substituted with 1 or 2 substituents each of which is independently a -C<sub>1-3</sub> alkyl;

HetD is a 5- or 6-membered saturated heterocyclic ring containing a total of from 1 to 3 heteroatoms independently selected from 1 to 3 N atoms, zero or 1 O atom, and zero or 1 S atom, wherein any ring S atom is optionally oxidized to SO or SO<sub>2</sub>, and wherein the heterocyclic ring is attached to the rest of the compound via a N atom in the ring, and wherein the heterocyclic ring is optionally substituted with -C<sub>1-3</sub> alkyl;

HetF is a 5- or 6-membered saturated heterocyclic ring containing 1 or 2 N atoms, zero or 1 O atom, and zero or 1 S atom, wherein any ring S atom is optionally oxidized to SO or SO<sub>2</sub>, and wherein the heterocyclic ring is attached to the rest of the compound via a N atom in the ring, and wherein the heterocyclic ring is optionally substituted with 1 or 2 substituents each of which is independently a -C<sub>1-4</sub> alkyl;

each R<sup>a</sup> is independently H or C<sub>1-3</sub> alkyl; and

each R<sup>b</sup> is independently H or C<sub>1-3</sub> alkyl.

11. (original) A compound according to claim 10, or a pharmaceutically acceptable salt thereof, wherein R<sup>1</sup> is:

- (1) H,
- (2) CH<sub>3</sub>,
- (3) bromo,
- (4) CH(CH<sub>3</sub>)-N(R<sup>a</sup>)R<sup>b</sup>,
- (5) CH(CH<sub>3</sub>)-N(R<sup>a</sup>)-C(=O)-R<sup>b</sup>,
- (6) CH(CH<sub>3</sub>)-N(R<sup>a</sup>)-SO<sub>2</sub>R<sup>b</sup>,
- (7) CH(CH<sub>3</sub>)-N(R<sup>a</sup>)-C<sub>1-3</sub> alkylene-O-C<sub>1-3</sub> alkyl,
- (8) CH(CH<sub>3</sub>)-N(R<sup>a</sup>)-C(=O)-C(=O)-N(R<sup>a</sup>)R<sup>b</sup>,
- (9) CH(CH<sub>3</sub>)-OH,
- (10) CH(CH<sub>3</sub>)-HetD,
- (11) CH(CH<sub>3</sub>)-N(R<sup>a</sup>)-CH<sub>2</sub>-HetA,



- (12) HetA, or  
(13) C(=O)CH<sub>3</sub>; and

R<sup>3</sup> is:

- (1) H,  
(2) CH<sub>3</sub>,  
(3) C(=O)-CH<sub>3</sub>,  
(4) CO<sub>2</sub>H, or  
(5) C(=O)N(CH<sub>3</sub>)<sub>2</sub>;

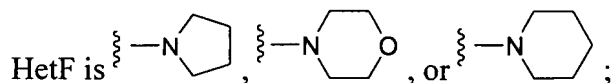
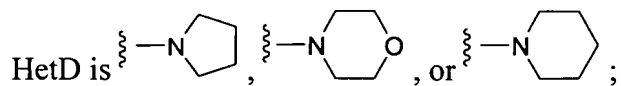
R<sup>5</sup> is:

- (1) H,  
(2) CH<sub>3</sub>,  
(3) CH<sub>2</sub>CO<sub>2</sub>H,  
(4) CH<sub>2</sub>CO<sub>2</sub>CH<sub>3</sub>,  
(5) CH<sub>2</sub>CO<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>,  
(6) (CH<sub>2</sub>)<sub>1-2</sub>N(H)CH<sub>3</sub>,  
(7) (CH<sub>2</sub>)<sub>1-2</sub>N(CH<sub>3</sub>)<sub>2</sub>,  
(8) CH<sub>2</sub>C(=O)N(H)CH<sub>3</sub>,  
(9) CH<sub>2</sub>C(=O)N(CH<sub>3</sub>)<sub>2</sub>, or  
(10) (CH<sub>2</sub>)<sub>1-2</sub>-HetF;

with the proviso that at least one of R<sup>3</sup> and R<sup>5</sup> is H;

T is 4-fluorophenyl, 4-fluoro-3-methylphenyl, or 3-chloro-4-fluorophenyl;

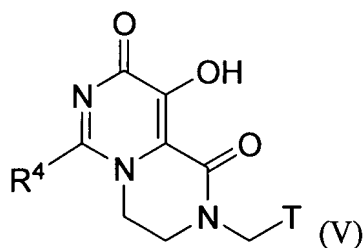
HetA is pyrrolyl, imidazolyl, pyridinyl, pyrimidinyl, or pyrazinyl;



R<sup>a</sup> is H or CH<sub>3</sub>; and

R<sup>b</sup> is CH<sub>3</sub> or CH(CH<sub>3</sub>)<sub>2</sub>.

12. (original) A compound according to claim 1, or a pharmaceutically acceptable salt thereof, wherein the compound is a compound of Formula V:

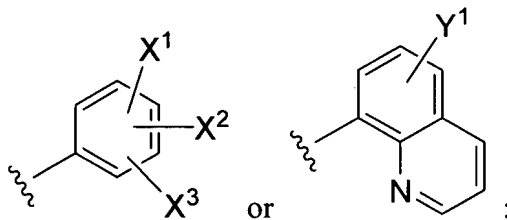


wherein:

R<sup>4</sup> is:

- (1) H,
- (2) C<sub>1-3</sub> alkyl,
- (3) CH<sub>2</sub>-N(R<sup>a</sup>)R<sup>b</sup>,
- (4) CH(CH<sub>3</sub>)-N(R<sup>a</sup>)R<sup>b</sup>,
- (5) CH<sub>2</sub>-N(R<sup>a</sup>)-C(=O)-R<sup>b</sup>,
- (6) CH(CH<sub>3</sub>)-N(R<sup>a</sup>)-C(=O)-R<sup>b</sup>,
- (7) CH<sub>2</sub>-HetD, or
- (8) CH(CH<sub>3</sub>)-HetD;

T is



wherein X<sup>1</sup>, X<sup>2</sup> and X<sup>3</sup> are each independently selected from the group consisting of -H, halo, -C<sub>1-4</sub> alkyl, -O-C<sub>1-4</sub> alkyl, -C<sub>1-4</sub> fluoroalkyl, -SO<sub>2</sub>-C<sub>1-4</sub> alkyl, -C(=O)-NH(-C<sub>1-4</sub> alkyl), -C(=O)-N(-C<sub>1-4</sub> alkyl)<sub>2</sub>, and HetC;

Y<sup>1</sup> is -H, halo, -C<sub>1-4</sub> alkyl, or -C<sub>1-4</sub> fluoroalkyl;

each HetC is independently a 5- or 6-membered heteroaromatic ring containing from 1 to 4 heteroatoms independently selected from N, O and S, wherein the heteroaromatic ring is optionally substituted with 1 or 2 substituents each of which is independently a -C<sub>1-3</sub> alkyl;

HetD is a 5- or 6-membered saturated heterocyclic ring containing a total of from 1 to 3 heteroatoms independently selected from 1 to 3 N atoms, zero or 1 O atom, and zero or 1 S atom, wherein any ring S atom is optionally oxidized to SO or SO<sub>2</sub>, and wherein the heterocyclic ring is attached to the rest of the compound via a N atom in the ring, and wherein the heterocyclic ring is optionally substituted with -C<sub>1-3</sub> alkyl;

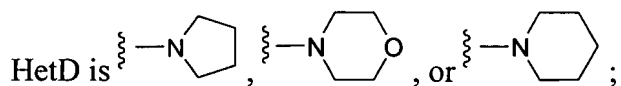
R<sup>a</sup> is H or C<sub>1-3</sub> alkyl; and

R<sup>b</sup> is H or C<sub>1-3</sub> alkyl.

13. (original) A compound according to claim 12, or a pharmaceutically acceptable salt thereof, wherein R<sup>4</sup> is:

- (1) H,
- (2) C<sub>1-3</sub> alkyl,
- (3) CH<sub>2</sub>-N(R<sup>a</sup>)R<sup>b</sup>,
- (4) CH(CH<sub>3</sub>)-N(R<sup>a</sup>)R<sup>b</sup>,
- (5) CH<sub>2</sub>-N(R<sup>a</sup>)-C(=O)-R<sup>b</sup>,
- (6) CH(CH<sub>3</sub>)-N(R<sup>a</sup>)-C(=O)-R<sup>b</sup>,
- (7) CH<sub>2</sub>-HetD, or
- (8) CH(CH<sub>3</sub>)-HetD;

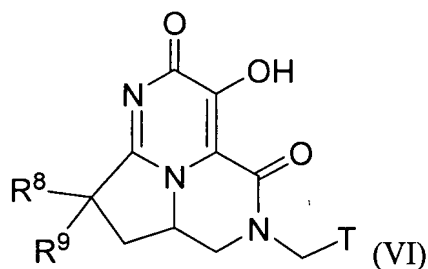
T is 4-fluorophenyl, 4-fluoro-3-methylphenyl, or 3-chloro-4-fluorophenyl;



R<sup>a</sup> is H or CH<sub>3</sub>; and

R<sup>b</sup> is CH<sub>3</sub>.

14. (original) A compound according to claim 1, or a pharmaceutically acceptable salt thereof, wherein the compound is a compound of Formula VI:



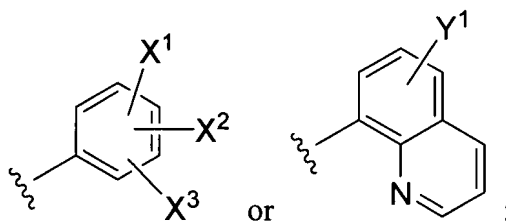
wherein

R<sup>8</sup> is:

- (1) H,
- (2) C<sub>1-3</sub> alkyl,
- (3) N(R<sup>a</sup>)R<sup>b</sup>,
- (4) N(R<sup>a</sup>)-C(=O)-O-C<sub>1-4</sub> alkyl,
- (5) N(R<sup>a</sup>)-C(=O)-C(=O)-N(R<sup>a</sup>)R<sup>b</sup>,
- (6) HetF, or
- (7) N(R<sup>a</sup>)-C(=O)-C(=O)-HetF;

R<sup>9</sup> is H or CH<sub>2</sub>-T;

T is



wherein X<sup>1</sup>, X<sup>2</sup> and X<sup>3</sup> are each independently selected from the group consisting of -H, halo, -C<sub>1-4</sub> alkyl, -O-C<sub>1-4</sub> alkyl, -C<sub>1-4</sub> fluoroalkyl, -SO<sub>2</sub>-C<sub>1-4</sub> alkyl, -C(=O)-NH(-C<sub>1-4</sub> alkyl), -C(=O)-N(-C<sub>1-4</sub> alkyl)<sub>2</sub>, and HetC;

Y<sup>1</sup> is -H, halo, -C<sub>1-4</sub> alkyl, or -C<sub>1-4</sub> fluoroalkyl;

each HetC is independently a 5- or 6-membered heteroaromatic ring containing from 1 to 4 heteroatoms independently selected from N, O and S, wherein the heteroaromatic ring is optionally substituted with 1 or 2 substituents each of which is independently a -C<sub>1-3</sub> alkyl;

HetF is a 5- or 6-membered saturated heterocyclic ring containing 1 or 2 N atoms, zero or 1 O atom, and zero or 1 S atom, wherein any ring S atom is optionally oxidized to SO or SO<sub>2</sub>, and wherein the heterocyclic ring is attached to the rest of the compound via a N atom in the ring, and wherein the heterocyclic ring is optionally substituted with 1 or 2 substituents each of which is independently a -C<sub>1-4</sub> alkyl;

R<sup>a</sup> is H or C<sub>1-3</sub> alkyl; and

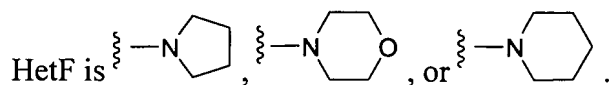
R<sup>b</sup> is H or C<sub>1-3</sub> alkyl.

15. (original) A compound according to claim 14, or a pharmaceutically acceptable salt thereof, wherein R<sup>8</sup> is:

- (1) N(H)CH<sub>3</sub>,
- (2) N(CH<sub>3</sub>)<sub>2</sub>,
- (3) N(CH<sub>3</sub>)-C(=O)-O-C<sub>1-4</sub> alkyl,
- (4) N(CH<sub>3</sub>)-C(=O)-C(=O)-N(H)CH<sub>3</sub>, or
- (5) N(CH<sub>3</sub>)-C(=O)-C(=O)-N(CH<sub>3</sub>)<sub>2</sub>,
- (6) HetF, or
- (7) N(CH<sub>3</sub>)-C(=O)-C(=O)-HetF;

R<sup>9</sup> is H or CH<sub>2</sub>-T;

T is 4-fluorophenyl, 4-fluoro-3-methylphenyl, or 3-chloro-4-fluorophenyl; and



16. (previously presented) A pharmaceutical composition comprising an effective amount of a compound according to claim 1, or a pharmaceutically acceptable salt thereof, and a pharmaceutically acceptable carrier.

17. (canceled)

18. (currently amended) A method for ~~preventing or~~ treating infection by HIV or for ~~preventing~~, treating or delaying the onset of AIDS in a subject in need thereof which comprises administering to the subject an effective amount of the compound according to claim 1, or a pharmaceutically acceptable salt thereof.

19. (canceled)

20. (canceled)

21. (canceled)

22. (canceled)

23. (currently amended) A ~~pharmaceutical~~ combination which is (i) a compound according to claim 1, or a pharmaceutically acceptable salt thereof, and (ii) an HIV infection/AIDS antiviral agent selected from the group consisting of HIV protease inhibitors, non-nucleoside HIV reverse transcriptase inhibitors and nucleoside HIV reverse transcriptase inhibitors; wherein the compound of (i) or its pharmaceutically acceptable salt and the HIV infection/AIDS antiviral agent of (ii) are each employed in an amount that renders the combination effective ~~for inhibiting HIV integrase, for treating or preventing~~ infection by HIV, or for ~~preventing~~, treating or delaying the onset of AIDS.